**DECLARATION AND POWER OF ATTORNEY- USA PATENT APPLICATION**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am an original, first and joint inventor of the subject matter that is claimed and for which a patent is sought on the invention entitled FOLDING SPEAKER BRACKET; the specification of which was filed on **Feb. 15, 2002** as Application Serial No. **10/078,287**.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims referred to above;

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56;

POWER OF ATTORNEY: I hereby appoint the registrants of Knobbe, Martens, Olson & Bear, LLP, 620 Newport Center Drive, Sixteenth Floor, Newport Beach, California 92660, Telephone (949) 760-0404, Customer No. 20,995.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful, false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: **Dean M. Rivera**

Inventor's signature Dean M. Rivera

Date March 19, 2002

Residence: **2594 Flagstaff Court, Chula Vista, CA 91914**

Citizenship: U.S.

Full name of second inventor: **Tim L. Simpson**

Inventor's signature 

Date 3-19-02

Residence: **12087 Calle de Medio, #119, Rancho San Diego, CA 92019**

Citizenship: **U.S.**

Send Correspondence To:
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995

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PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant :	Dean M. Rivera, et al)
)
App. No. :	10/078,287)
)
Filed :	Feb. 15, 2002)
)
For :	FOLDING SPEAKER BRACKET)
)
Examiner :	Unknown)
)

ESTABLISHMENT OF RIGHT OF ASSIGNEE TO TAKE ACTION
AND
REVOCATION AND POWER OF ATTORNEY

United States Patent and Trademark Office
P.O. Box 2327
Arlington, VA 22202

Dear Sir:

The undersigned is empowered to act on behalf of the assignee below (the "Assignee"). A true copy of the original Assignment of the above-captioned application from the inventor(s) to the Assignee is attached hereto. This Assignment represents the entire chain of title of this invention from the Inventor(s) to the Assignee.

I declare that all statements made herein are true, and that all statements made upon information and belief are believed to be true, and further, that these statements were made with the knowledge that willful, false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that willful, false statements may jeopardize the validity of the application, or any patent issuing thereon.

The undersigned hereby revokes any previous powers of attorney in the subject application, and hereby appoints the registrants of Knobbe, Martens, Olson & Bear, LLP, 620 Newport Center Drive, Sixteenth Floor, Newport Beach, California 92660, Telephone (949) 760-0404, Customer No. 20,995, as its attorneys with full power of substitution and

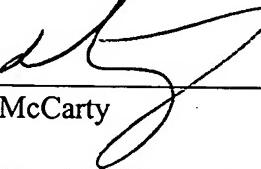
App. No. : 10/078,287
Filed : Feb. 15, 2002

revocation to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected herewith. This appointment is to be to the exclusion of the inventor(s) and his attorney(s) in accordance with the provisions of 37 C.F.R. § 3.71.

Please use **Customer No. 20,995** for all communications.

KSC Industries, Inc.

Dated: 3-19-02

By: 
Bill McCarty

Title: Vice President, Products Development & Engineering

Address: 8653 Avenida Costa Norte
San Diego, CA 92154

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Application No.: 10/078,287
Filing Date: Feb. 15, 2002

COPY

PATENT
Client Code: KSCI.006A
Page 1

ASSIGNMENT

WHEREAS, We, Dean M. Rivera, a U.S. citizen, residing at 2594 Flagstaff Court, Chula Vista, CA 91914, and Tim L. Simpson, a U.S. citizen, resideing at 12087 Calle de Medio, #119, Rancho SanDiego, CA 92019, have invented certain new and useful improvements in a FOLDING SPEAKER BRACKET for which we have filed an application for Letters Patent in the United States, Application No. 10/078,287, Filed on February 15, 2002;

AND WHEREAS, KSC Industries, Inc. (hereinafter "ASSIGNEE"), a California Corporation, with its principal place of business at 8653 Avenida Costa Norte, San Diego, CA 92154, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, we, the said inventors, do hereby acknowledge that we have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all provisional applications relating thereto, and all divisions, renewals, and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and we hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

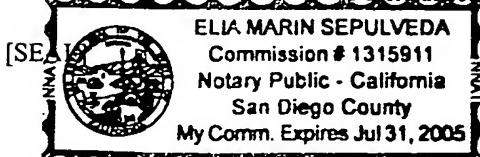
IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 19 day of MARCH, 2002

Dean M. Rivera
Dean M. Rivera

STATE OF California }
COUNTY OF San Diego } ss.

On March 19, 2002, before me, ELIA MARIN SEPULVEDA, personally appeared Dean M. Rivera personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



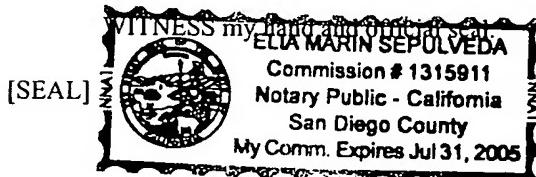
S. J. John Hayes
Notary Signature

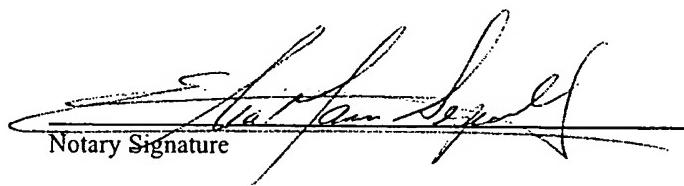
IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 19 day of MARCH, 2002

Tim L. Simpson

STATE OF *California* }
COUNTY OF *San Diego* } ss.

On March 19, 2002, before me, Ella Marin Sepulveda, personally appeared Tim L. Simpson, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument




Notary Signature

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 19 day of MARCH, 2002